

V-Soft Communications Population Report

WMAZTV (13+) Macon, GA
TV Incoming Interference Study
Signal Resolution: 2 km
Consider NTSC Taboo: Yes
KWX error points are considered to be interference free coverage.
of radials computed for contours: 72
Contours calculated using 8 radial HAAT.
LR Profile Spacing Increment: 1.0 km
Interference considered within the reference station's noise limited contour.
Using NTSC lptv/translators D/U rules.
Threshold for reception: 56.0

Study Date: 12/11/2001
TV Database Date: 12-08-01

Population Database: 1990 US Census

Percentages calculated using a baseline population of 590,000.

Stations which cause interference:

Call Letters	H Units	Population	%	Area (sq. km)
WLOS (13-)	13885	35825	6.072	2325.97
WMBB (13Z)	9160	22619	3.834	1210.71
WRCB-D.C (13)	3064	8730	1.480	171.30
WRDWTW (12-)	935	2544	0.431	290.66
WTLV-D.C (13)	350	750	0.127	115.72
WVAN-DT PFRM (13)	299	723	0.123	140.08
WVTMTV (13-)	4901	13553	2.297	545.20

Masking Summary:

Call Letters	Total Interference		Unique Interference	
	Population	%	Population	%
WLOS (13-)	35825	6.072	23189	3.930
WMBB (13Z)	22619	3.834	21581	3.658
WRCB-D.C (13)	8730	1.480	484	0.082
WRDWTW (12-)	2544	0.431	56	0.009
WTLV-D.C (13)	750	0.127	278	0.047
WVAN-DT PFRM (13)	723	0.123	509	0.086
WVTMTV (13-)	13553	2.297	2518	0.427

Stations considered which do not cause interference:

WFXL-D.C (12)
WIRE-C.C (13Z)

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WVAN-DT CHANNEL 13

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20011210

EXHIBIT 15A

Stations which were not considered:

WVAN-Amend (13)

Call Letters	City	State	Dist	Bear
WFXL-D.C (12)	Albany	GA	160.2	190.4
WIRE-C.C (13Z)	Atlanta	GA	135.4	325.3
WLOS (13-)	Asheville	NC	305.5	13.8
WMBB (13Z)	Panama City	FL	317.9	213.6
WRCB-D.C (13)	Chattanooga	TN	312.5	329.2
WRDWTB (12-)	Augusta	GA	175.9	65.1
WTLV-D.C (13)	Jacksonville	FL	334.4	144.8
WVAN-DT PFRM(13)	Savannah	GA	194.5	109.7
WVAN-Amend (13)	Savannah	GA	194.5	109.7
WVTMTV (13-)	Birmingham	AL	313.0	286.0

Totals for WMAZTV (13+)

Calculation Area Population:	678,238	(	25921.6 sq. km)
Not Affected by Terrain Loss:	658,662	(	24480.4 sq. km)
Total NTSC Interference:	62,824	(	3757.8 sq. km)
DTV Only Interference:	1,371	(	201.9 sq. km)
Total DTV Interference:	10,094	(	406.5 sq. km)
Interfered Population:	64,195	(	3959.7 sq. km)
Interference Free:	594,467	(	20520.7 sq. km)

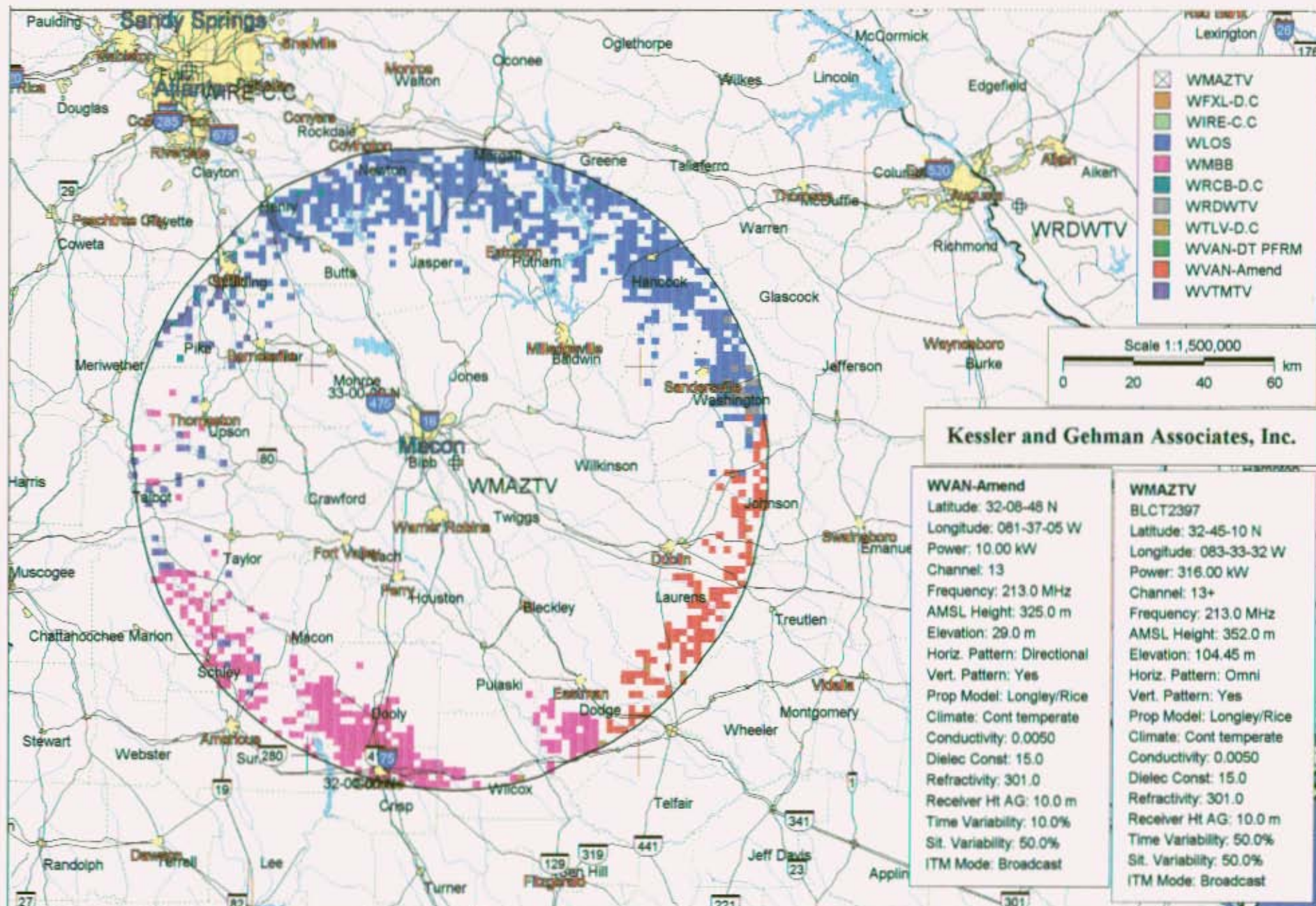
Percent Interference: 10.88

Terrain Blocked Population:	19,576	(1441.2 sq. km)
Contour Area Population:	678,143		

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EXHIBIT 16

V-Soft Communications Population Report

WMAZTV (13+) Macon, GA

TV Incoming Interference Study

Signal Resolution: 2 km

Consider NTSC Taboo: Yes

KWX error points are considered to be interference free coverage.

of radials computed for contours: 72

Contours calculated using 8 radial HAAT.

LR Profile Spacing Increment: 1.0 km

Interference considered within the reference station's noise limited contour.

Using NTSC lptv/translators D/U rules.

Threshold for reception: 56.0

Study Date: 12/11/2001

TV Database Date: 12-08-01

Population Database: 1990 US Census

Percentages calculated using a baseline population of 590,000.

Stations which cause interference:

Call Letters	H Units	Population	%	Area (sq. km)
WLOS (13-)	13885	35825	6.072	2325.97
WMBB (13Z)	9160	22619	3.834	1210.71
WRCB-D.C (13)	3064	8730	1.480	171.30
WRDWTW (12-)	935	2544	0.431	290.66
WTLV-D.C (13)	350	750	0.127	115.72
WVAN-Amend (13)	2232	5253	0.890	572.50
WVTMTV (13-)	4901	13553	2.297	545.20

Masking Summary:

Call Letters	Total Interference Population	%	Unique Interference Population	%
WLOS (13-)	35825	6.072	23162	3.926
WMBB (13Z)	22619	3.834	21581	3.658
WRCB-D.C (13)	8730	1.480	484	0.082
WRDWTW (12-)	2544	0.431	0	0.000
WTLV-D.C (13)	750	0.127	32	0.005
WVAN-Amend (13)	5253	0.890	4481	0.759
WVTMTV (13-)	13553	2.297	2518	0.427

Stations considered which do not cause interference:

WFXL-D.C (12)

WIRE-C.C (13Z)

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Stations which were not considered:

WVAN-DT PFRM (13)

Call Letters	City	State	Dist	Bear
WFXL-D.C (12)	Albany	GA	160.2	190.4
WIRE-C.C (13Z)	Atlanta	GA	135.4	325.3
WLOS (13-)	Asheville	NC	305.5	13.8
WMBB (13Z)	Panama City	FL	317.9	213.6
WRCB-D.C (13)	Chattanooga	TN	312.5	329.2
WRDWTB (12-)	Augusta	GA	175.9	65.1
WTLV-D.C (13)	Jacksonville	FL	334.4	144.8
WVAN-DT PFRM(13)	Savannah	GA	194.5	109.7
WVAN-Amend (13)	Savannah	GA	194.5	109.7
WVTMTV (13-)	Birmingham	AL	313.0	286.0

Totals for WMAZTV (13+)

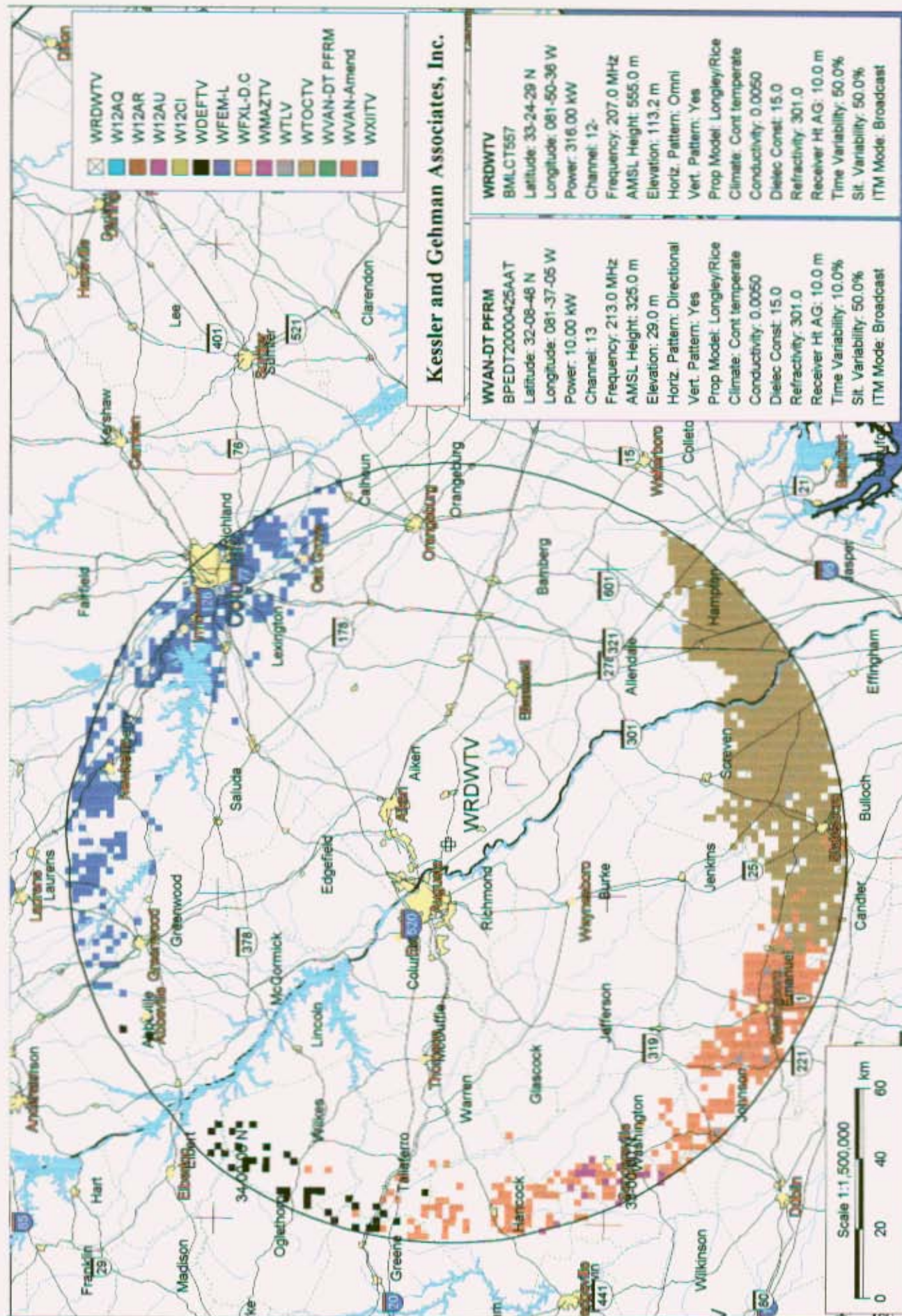
Calculation Area Population:	678,238	(	25921.6 sq. km)
Not Affected by Terrain Loss:	658,662	(	24480.4 sq. km)
Total NTSC Interference:	62,824	(	3757.8 sq. km)
DTV Only Interference:	5,343	(	527.4 sq. km)
Total DTV Interference:	14,378	(	793.4 sq. km)
Interfered Population:	68,167	(	4285.3 sq. km)
Interference Free:	590,495	(	20195.2 sq. km)

Percent Interference: 11.55

Terrain Blocked Population:	19,576	(1441.2 sq. km)
Contour Area Population:	678,143		

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WVAN-DT PFRM
 BPEDT20000425AAT
 Latitude: 32-08-48 N
 Longitude: 081-37-05 W
 Power: 10.00 kW
 Channel: 13
 Frequency: 213.0 MHz
 AMSL Height: 325.0 m
 Elevation: 29.0 m
 Horiz. Pattern: Directional
 Vert. Pattern: Yes
 Prop Model: Longley/Rice
 Climate: Cont temperate
 Conductivity: 0.0050
 Dielec Const: 15.0
 Refractivity: 301.0
 Receiver Ht AG: 10.0 m
 Time Variability: 10.0%
 Sit. Variability: 50.0%
 ITM Mode: Broadcast

WRDWTW
 BMLCT557
 Latitude: 33-24-29 N
 Longitude: 081-50-36 W
 Power: 316.00 kW
 Channel: 12-
 Frequency: 207.0 MHz
 AMSL Height: 555.0 m
 Elevation: 113.2 m
 Horiz. Pattern: Omni
 Vert. Pattern: Yes
 Prop Model: Longley/Rice
 Climate: Cont temperate
 Conductivity: 0.0050
 Dielec Const: 15.0
 Refractivity: 301.0
 Receiver Ht AG: 10.0 m
 Time Variability: 50.0%
 Sit. Variability: 50.0%
 ITM Mode: Broadcast

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SAVANNAH, GEORGIA

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EXHIBIT 17

V-Soft Communications Population Report

WRDWTV (12-) Augusta, GA

TV Incoming Interference Study

Signal Resolution: 2 km

Consider NTSC Taboo: Yes

KWX error points are considered to be interference free coverage.

of radials computed for contours: 72

Contours calculated using 8 radial HAAT.

LR Profile Spacing Increment: 1.0 km

Interference considered within the reference station's noise limited contour.

Using NTSC lptv/translators D/U rules.

Threshold for reception: 56.0

Study Date: 12/10/2001

TV Database Date: 12-08-01

Population Database: 1990 US Census

Percentages calculated using a baseline population of 921,000.

Stations which cause interference:

Call Letters	H Units	Population	%	Area (sq. km)
WDEFTV (12+)	635	1544	0.168	202.98
WFXL-D.C (12)	17452	46230	5.020	2041.50
WMAZTV (13+)	559	1610	0.175	176.19
WTLV (12+)	11527	31119	3.379	1300.83
WTOTV (11Z)	19061	49548	5.380	2632.53
WVAN-DT PFRM (13)	93	234	0.025	45.32
WXIITV (12Z)	69292	179232	19.461	1362.57

Masking Summary:

Call Letters	Total Interference Population	%	Unique Interference Population	%
WDEFTV (12+)	1544	0.168	777	0.084
WFXL-D.C (12)	46230	5.020	15376	1.669
WMAZTV (13+)	1610	0.175	16	0.002
WTLV (12+)	31119	3.379	417	0.045
WTOTV (11Z)	49548	5.380	21786	2.365
WVAN-DT PFRM (13)	234	0.025	0	0.000
WXIITV (12Z)	179232	19.461	179232	19.461

Stations considered which do not cause interference:

W12AQ (12N)

W12AR (12N)

W12AU (12N)

W12CI (12N)

WFEM-L (12-)

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Stations which were not considered:

WVAN-Amend (13)

Call Letters	City	State	Dist	Bear
W12AQ (12N)	Black Mountain	NC	249.5	349.5
W12AR (12N)	Waynesville, Etc.	NC	255.2	334.9
W12AU (12N)	Burnsville	NC	283.6	351.7
W12CI (12N)	Hot Springs	NC	293.0	342.7
WDEFTV (12+)	Chattanooga	TN	373.3	301.8
WFEM-L (12-)	Heiskell, Etc.	TN	356.5	326.6
WFXL-D.C (12)	Albany	GA	298.5	220.1
WMAZTV (13+)	Macon	GA	175.9	246.1
WTLV (12+)	Jacksonville	FL	348.6	175.4
WTOCTV (11Z)	Savannah	GA	157.1	162.8
WVAN-DT PFRM(13)	Savannah	GA	141.5	171.4
WVAN-Amend (13)	Savannah	GA	141.5	171.4
WXIITV (12Z)	Winston-salem	NC	355.5	21.8

Totals for WRDWTB (12-)

Calculation Area Population:	1,235,002	(	38567.7 sq. km)
Not Affected by Terrain Loss:	1,191,752	(	36888.5 sq. km)
Total NTSC Interference:	236,163	(	4711.6 sq. km)
DTV Only Interference:	15,376	(	766.6 sq. km)
Total DTV Interference:	46,364	(	2045.6 sq. km)
Interfered Population:	251,539	(	5478.2 sq. km)
Interference Free:	940,213	(	31410.4 sq. km)

Percent Interference: 27.31

Percent Total DTV Interference: 5.03

Terrain Blocked Population: 43,250 (1679.1 sq. km)

Contour Area Population: 1,232,037

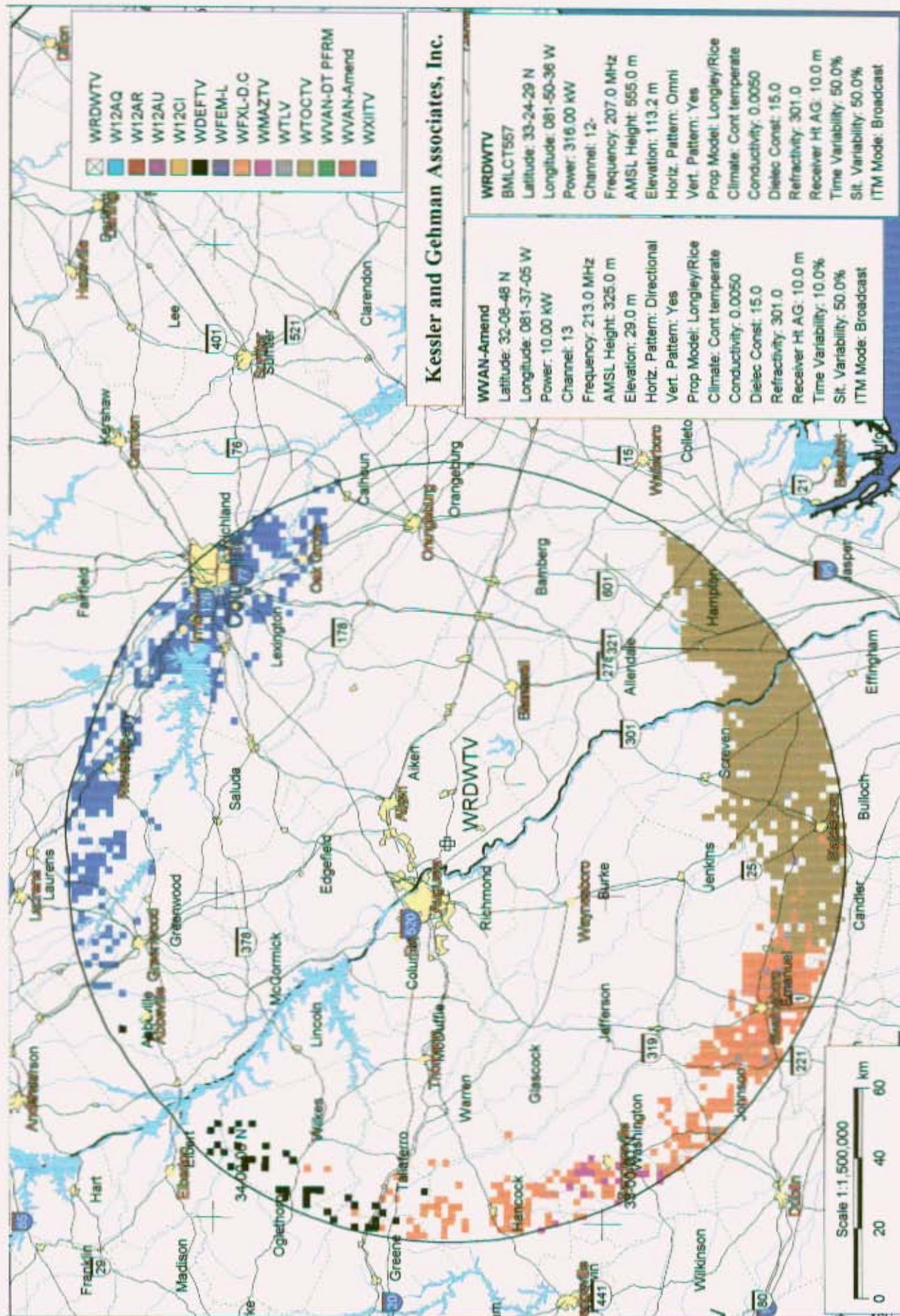
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WRDWTW

BMLCT557

Latitude: 33-24-29 N
Longitude: 081-50-36 W
Power: 316.00 kW
Channel: 12-
Frequency: 207.0 MHz
AMSL Height: 555.0 m
Elevation: 113.2 m
Horiz. Pattern: Omni
Vert. Pattern: Yes
Prop Model: Longley/Rice
Climate: Cont temperate
Conductivity: 0.0050
Dielec Const: 15.0
Refractivity: 301.0
Receiver Ht AG: 10.0 m
Time Variability: 50.0%
Sit. Variability: 50.0%
ITM Mode: Broadcast

WVAN-Amend

Latitude: 32-08-48 N
Longitude: 081-37-05 W
Power: 10.00 kW
Channel: 13
Frequency: 213.0 MHz
AMSL Height: 325.0 m
Elevation: 29.0 m
Horiz. Pattern: Directional
Vert. Pattern: Yes
Prop Model: Longley/Rice
Climate: Cont temperate
Conductivity: 0.0050
Dielec Const: 15.0
Refractivity: 301.0
Receiver Ht AG: 10.0 m
Time Variability: 10.0%
Sit. Variability: 50.0%
ITM Mode: Broadcast

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SAVANNAH, GEORGIA

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EXHIBIT 18

V-Soft Communications Population Report

WRDWTB (12-) Augusta, GA

TV Incoming Interference Study

Signal Resolution: 2 km

Consider NTSC Taboo: Yes

KWX error points are considered to be interference free coverage.

of radials computed for contours: 72

Contours calculated using 8 radial HAAT.

LR Profile Spacing Increment: 1.0 km

Interference considered within the reference station's noise limited contour.

Using NTSC lptv/translators D/U rules.

Threshold for reception: 56.0

Study Date: 12/10/2001

TV Database Date: 12-08-01

Population Database: 1990 US Census

Percentages calculated using a baseline population of 921,000.

Stations which cause interference:

Call Letters	H Units	Population	%	Area (sq. km)
WDEFTV (12+)	635	1544	0.168	202.98
WFXL-D.C (12)	17452	46230	5.020	2041.50
WMAZTV (13+)	559	1610	0.175	176.19
WTLV (12+)	11527	31119	3.379	1300.83
WTOCTV (11Z)	19061	49548	5.380	2632.53
WVAN-Amend (13)	794	2083	0.226	102.99
WXIITV (12Z)	69292	179232	19.461	1362.57

Masking Summary:

Call Letters	Total Interference Population	%	Unique Interference Population	%
WDEFTV (12+)	1544	0.168	777	0.084
WFXL-D.C (12)	46230	5.020	15376	1.669
WMAZTV (13+)	1610	0.175	16	0.002
WTLV (12+)	31119	3.379	417	0.045
WTOCTV (11Z)	49548	5.380	21786	2.365
WVAN-Amend (13)	2083	0.226	0	0.000
WXIITV (12Z)	179232	19.461	179232	19.461

Stations considered which do not cause interference:

W12AQ (12N)

W12AR (12N)

W12AU (12N)

W12CI (12N)

WFEM-L(12-)

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EXHIBIT 18A

Stations which were not considered:

WVAN-DT PFRM (13)

Call Letters	City	State	Dist	Bear
W12AQ (12N)	Black Mountain	NC	249.5	349.5
W12AR (12N)	Waynesville, Etc.	NC	255.2	334.9
W12AU (12N)	Burnsville	NC	283.6	351.7
W12CI (12N)	Hot Springs	NC	293.0	342.7
WDEFTV (12+)	Chattanooga	TN	373.3	301.8
WFEM-L (12-)	Heiskell, Etc.	TN	356.5	326.6
WFXL-D.C (12)	Albany	GA	298.5	220.1
WMAZTV (13+)	Macon	GA	175.9	246.1
WTLV (12+)	Jacksonville	FL	348.6	175.4
WTOCTV (11Z)	Savannah	GA	157.1	162.8
WVAN-DT PFRM(13)	Savannah	GA	141.5	171.4
WVAN-Amend (13)	Savannah	GA	141.5	171.4
WXIITV (12Z)	Winston-salem	NC	355.5	21.8

Totals for WRDWTV (12-)

Calculation Area Population:	1,235,002	(	38567.7 sq. km)
Not Affected by Terrain Loss:	1,191,752	(	36888.5 sq. km)
Total NTSC Interference:	236,163	(	4711.6 sq. km)
DTV Only Interference:	15,376	(	766.6 sq. km)
Total DTV Interference:	46,411	(	2049.7 sq. km)
Interfered Population:	251,539	(	5478.2 sq. km)
Interference Free:	940,213	(	31410.4 sq. km)

Percent Interference: 27.31

Terrain Blocked Population:	43,250	(1679.1 sq. km)
Contour Area Population:	1,232,037		

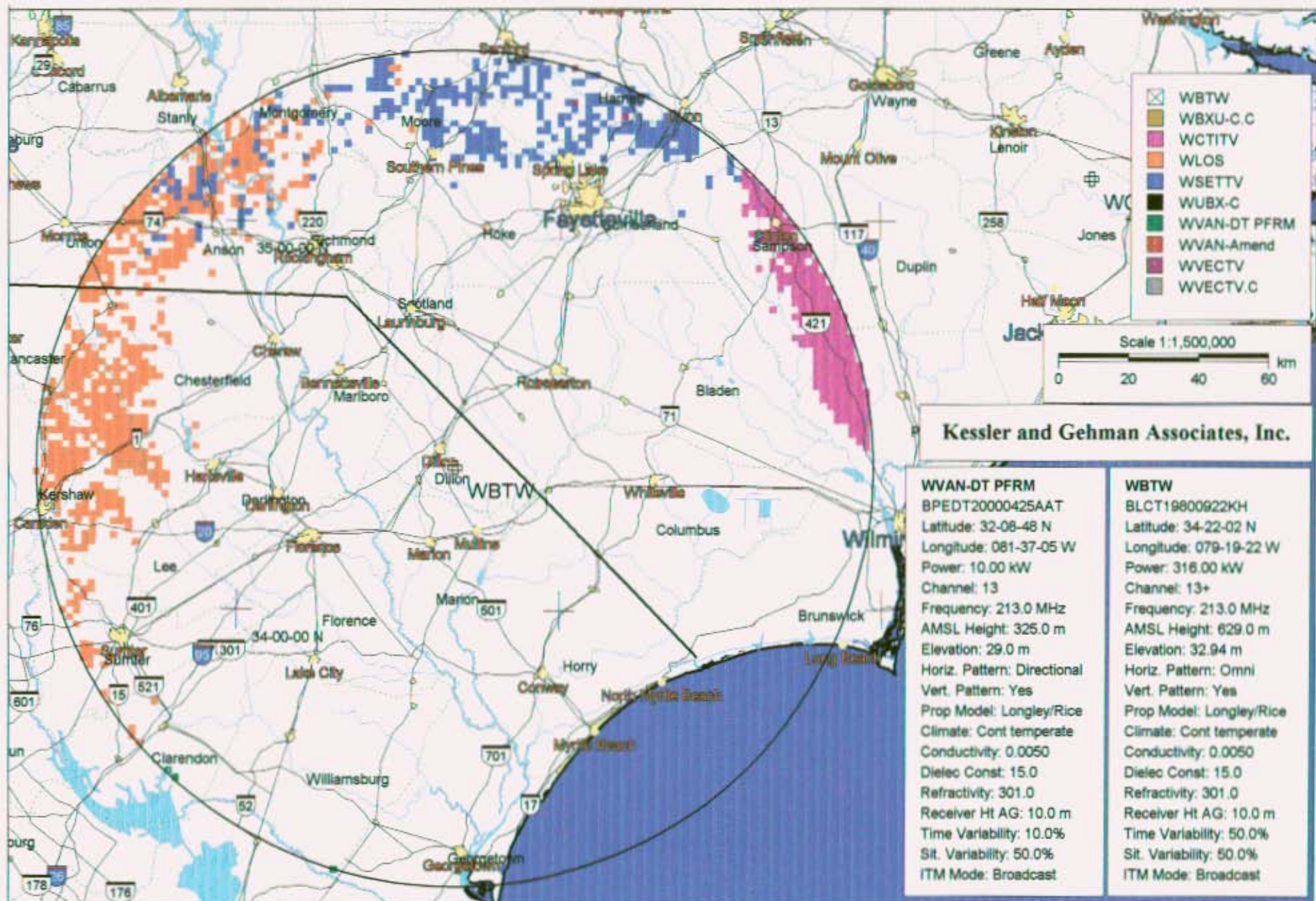
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EXHIBIT 19

V-Soft Communications Population Report

WBTW (13+) Florence, SC
TV Incoming Interference Study
Signal Resolution: 2 km
Consider NTSC Taboo: Yes
KWX error points are considered to be interference free coverage.
of radials computed for contours: 72
Contours calculated using 8 radial HAAT.
LR Profile Spacing Increment: 1.0 km
Interference considered within the reference station's noise limited contour.
Using NTSC lptv/translators D/U rules.
Threshold for reception: 56.0

Study Date: 12/10/2001
TV Database Date: 12-08-01

Population Database: 1990 US Census

Percentages calculated using a baseline population of 1,320,000.

Stations which cause interference:

Call Letters	H Units	Population	%	Area (sq. km)
WCTITV (12+)	7813	19088	1.446	886.78
WLOS (13-)	20572	54248	4.110	2437.00
WSETTV (13Z)	24836	74312	5.630	1868.17
WUBX-C (13Z)	41	108	0.008	3.98
WVAN-DT PFRM (13)	594	1402	0.106	32.44
WVECTV.C (13-)	3261	9887	0.749	135.74

Masking Summary:

Call Letters	Total Interference Population	%	Unique Interference Population	%
WCTITV (12+)	19088	1.446	17108	1.296
WLOS (13-)	54248	4.110	42959	3.254
WSETTV (13Z)	74312	5.630	53812	4.077
WUBX-C (13Z)	108	0.008	0	0.000
WVAN-DT PFRM (13)	1402	0.106	279	0.021
WVECTV.C (13-)	9887	0.749	11	0.001

Stations considered which do not cause interference:

WBXU-C.C (13Z)

Stations which were not considered:

WVAN-Amend (13)
WVECTV (13-)

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SAVANNAH, GA
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Call Letters	City	State	Dist	Bear
WBXU-C.C (13Z)	Raleigh	NC	166.6	18.9
WCTITV (12+)	New Bern	NC	199.4	65.2
WLOS (13-)	Asheville	NC	335.1	291.5
WSETTV (13Z)	Lynchburg	VA	328.2	355.2
WUBX-C (13Z)	Durham, Etc.	NC	192.5	11.7
WVAN-DT PFRM(13)	Savannah	GA	326.1	221.6
WVAN-Amend (13)	Savannah	GA	326.1	221.6
WVECTV (13-)	Hampton	VA	375.1	42.8
WVECTV.C (13-)	Hampton	VA	375.1	42.8

Totals for WBTW (13+)

Calculation Area Population:	1,461,419	(	44857.2 sq. km)
Not Affected by Terrain Loss:	1,432,166	(	43464.2 sq. km)
Total NTSC Interference:	135,704	(	4464.7 sq. km)
DTV Only Interference:	279	(	12.2 sq. km)
Total DTV Interference:	1,402	(	32.4 sq. km)
Interfered Population:	135,983	(	4476.9 sq. km)
Interference Free:	1,296,183	(	38987.3 sq. km)

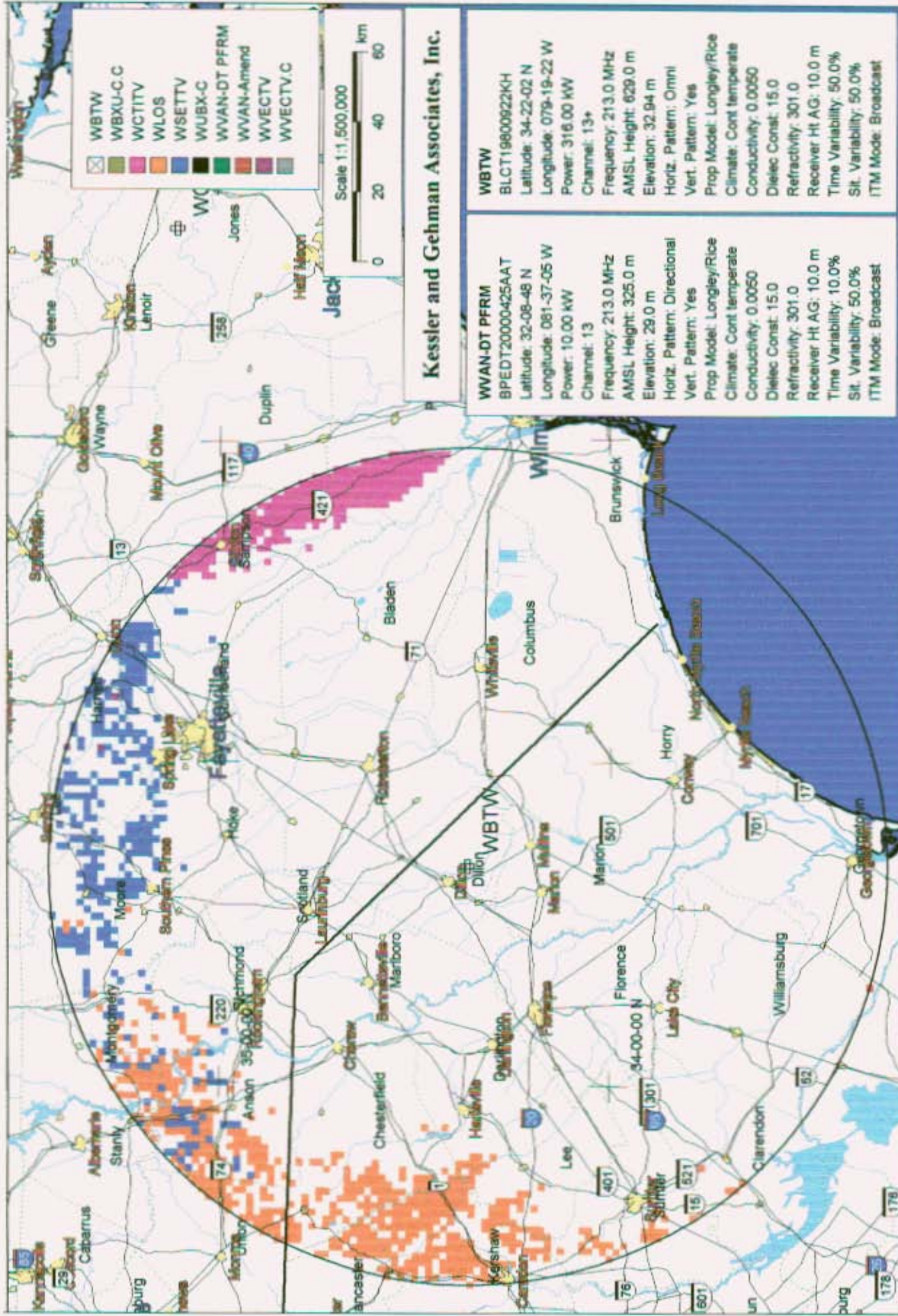
Percent Interference: 10.30

Percent Total DTV Interference: 0.11

Terrain Blocked Population:	29,253	(1393.1 sq. km)
Contour Area Population:	1,461,810		

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WVAN-DT PFRM
 BPEDT20000425AAT
 Latitude: 32-08-48 N
 Longitude: 081-37-05 W
 Power: 10.00 kW
 Channel: 13
 Frequency: 213.0 MHz
 AMSL Height: 325.0 m
 Elevation: 29.0 m
 Horiz. Pattern: Directional
 Vert. Pattern: Yes
 Prop Model: Longley/Rice
 Climate: Cont temperate
 Conductivity: 0.0050
 Dielec Const: 15.0
 Refractivity: 301.0
 Receiver Ht AG: 10.0 m
 Time Variability: 10.0%
 Sit. Variability: 50.0%
 ITM Mode: Broadcast

WBTV
 BLCT19800922KH
 Latitude: 34-22-02 N
 Longitude: 079-19-22 W
 Power: 316.00 kW
 Channel: 13+
 Frequency: 213.0 MHz
 AMSL Height: 629.0 m
 Elevation: 32.94 m
 Horiz. Pattern: Omni
 Vert. Pattern: Yes
 Prop Model: Longley/Rice
 Climate: Cont temperate
 Conductivity: 0.0050
 Dielec Const: 15.0
 Refractivity: 301.0
 Receiver Ht AG: 10.0 m
 Time Variability: 50.0%
 Sit. Variability: 50.0%
 ITM Mode: Broadcast

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WVAN-DT CHANNEL 13

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EXHIBIT 20

V-Soft Communications Population Report

WBTW (13+) Florence, SC
TV Incoming Interference Study
Signal Resolution: 2 km
Consider NTSC Taboo: Yes
KWX error points are considered to be interference free coverage.
of radials computed for contours: 72
Contours calculated using 8 radial HAAT.
LR Profile Spacing Increment: 1.0 km
Interference considered within the reference station's noise limited contour.
Using NTSC lptv/translators D/U rules.
Threshold for reception: 56.0

Study Date: 12/10/2001
TV Database Date: 12-08-01

Population Database: 1990 US Census

Percentages calculated using a baseline population of 1,320,000.

Stations which cause interference:

Call Letters	H Units	Population	%	Area (sq. km)
WCTITV (12+)	7813	19088	1.446	886.78
WLOS (13-)	20572	54248	4.110	2437.00
WSETTV (13Z)	24836	74312	5.630	1868.17
WUBX-C (13Z)	41	108	0.008	3.98
WVAN-Amend (13)	366	1123	0.085	24.30
WVECTV.C (13-)	3261	9887	0.749	135.74

Masking Summary:

Call Letters	Total Interference Population	%	Unique Interference Population	%
WCTITV (12+)	19088	1.446	17108	1.296
WLOS (13-)	54248	4.110	42959	3.254
WSETTV (13Z)	74312	5.630	53812	4.077
WUBX-C (13Z)	108	0.008	0	0.000
WVAN-Amend (13)	1123	0.085	0	0.000
WVECTV.C (13-)	9887	0.749	11	0.001

Stations considered which do not cause interference:

WBXU-C.C (13Z)

Stations which were not considered:

WVAN-DT PFRM (13)

WVECTV (13-)

KESSLER & GEHMAN
TELECOMMUNICATIONS CONSULTING ENGINEERS
507 N.W. 60th Street, Suite C
Gainesville, Florida 32607

WVAN-DT CHANNEL 13

SAVANNAH, GA

20011210

EXHIBIT 20A

Call Letters	City	State	Dist	Bear
WBXU-C.C (13Z)	Raleigh	NC	166.6	18.9
WCTITV (12+)	New Bern	NC	199.4	65.2
WLOS (13-)	Asheville	NC	335.1	291.5
WSETTV (13Z)	Lynchburg	VA	328.2	355.2
WUBX-C (13Z)	Durham, Etc.	NC	192.5	11.7
WVAN-DT PFRM(13)	Savannah	GA	326.1	221.6
WVAN-Amend (13)	Savannah	GA	326.1	221.6
WVECTV (13-)	Hampton	VA	375.1	42.8
WVECTV.C (13-)	Hampton	VA	375.1	42.8

Totals for WBTW (13+)

Calculation Area Population:	1,461,419	(	44857.2 sq. km)
Not Affected by Terrain Loss:	1,432,166	(	43464.2 sq. km)
Total NTSC Interference:	135,704	(	4464.7 sq. km)
DTV Only Interference:	0	(	4.1 sq. km)
Total DTV Interference:	1,123	(	24.3 sq. km)
Interfered Population:	135,704	(	4468.7 sq. km)
Interference Free:	1,296,462	(	38995.4 sq. km)

Percent Interference: 10.28

Terrain Blocked Population:	29,253	(	1393.1 sq. km)
Contour Area Population:	1,461,810		

KESSLER & GEHMAN

TELECOMMUNICATIONS CONSULTING ENGINEERS

507 N.W. 60th Street, Suite C
Gainesville, Florida 32607

WVAN-DT CHANNEL 13

SAVANNAH, GA

20011210

EXHIBIT 20A

D

AGREEMENT

This Agreement is made and entered into this 28th day of September, 2001, by and between The Box Worldwide LLC ("The Box"), a Delaware limited liability company, and the Georgia Public Telecommunications Commission ("GPTC"), an agency of the State of Georgia (collectively, the "Parties").

Recitals:

The Box is the licensee of low power television station W13CC in Savannah, Georgia (FCC Facility ID No. 70427) and has filed an application (the "Application") for a Class A television station license for that station (FCC File No. BLTVA-20010226AAN). GPTC is the licensee of WVAN-TV in Savannah, Georgia (FCC Facility ID No. 23947), which operates on Channel 9 and has been assigned Channel 46 as its paired channel for implementation of digital television operations.

On March 27, 2001, GPTC filed a Petition for Rulemaking (the "Petition") seeking to change the paired channels assigned to five of its stations, including WVAN-TV, from UHF to VHF channels, based on GPTC's determination that operation on such VHF channels will significantly reduce the costs associated with constructing and operating these digital television stations. In its Petition for Rulemaking, GPTC seeks, *inter alia*, to change WVAN-TV's paired channel from Channel 46 to Channel 13 and asserts that W13CC is not eligible for Class A status.

GPTC filed an Informal Objection to The Box's application for a Class A television station license for W13CC and a Supplement to that Informal Objection on April 2, 2001 and May 7, 2001, respectively. GPTC's Informal Objection and Supplement also question W13CC's eligibility for Class A status. The Box filed a Response to GPTC's Informal Objection and Supplement on May 18, 2001. The Parties have engaged in extended discussions aimed at reaching a mutually satisfactory resolution of their differences and believe that the public interest would be served by settling and terminating the conflict between GPTC's Petition and The Box's Application, thereby conserving the resources of the parties and the Commission and facilitating improved service by both W13CC and WVAN-TV.

NOW THEREFORE, in consideration of the mutual covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereto mutually agree as follows:

1. Statement(s) Supporting Petition. Within three (3) business days of the date of execution of this Agreement, The Box shall file with the FCC (or, upon GPTC's request, supply to GPTC's FCC counsel for filing with the FCC) a statement in the form attached hereto as Appendix A informing the FCC that The Box is willing to relocate W13CC's operations from Channel 13 to Channel 46 in order to enable the FCC to allot Channel 13 as WVAN-TV's paired channel for the implementation of digital television operations.

2. Filing of Displacement Application. On the earlier of the date the FCC issues a notice of proposed rulemaking seeking comments on GPTC's Petition or any other date that may be designated or permitted by the FCC, The Box shall file with the FCC "a displacement" application, supported by any requests for waivers of the FCC's rules necessary to obtain a grant

of such application, seeking authority to operate W13CC on Channel 46, which will be vacated by WVAN-TV in the event GPTC's Petition is granted, in lieu of Channel 13 (the "Displacement Application"). The Box shall prosecute the Displacement Application diligently and in good faith and shall promptly submit any amendments or other information requested by the FCC or otherwise necessary or appropriate to secure a grant of the Displacement Application.

3. Withdrawal of Informal Objection and Support for Application. Within three (3) business days of the date of execution of this Agreement, GPTC shall file with the FCC (or, upon The Box's request, supply to The Box's FCC counsel for filing with the FCC) a letter in the form attached hereto as Appendix B withdrawing and requesting Commission dismissal of GPTC's Informal Objection and Supplement to Informal Objection and informing the FCC that GPTC no longer opposes grant of The Box's Application. GPTC shall also file with the FCC (or provide to The Box's FCC counsel for filing with the FCC) a signed Declaration of No Consideration in the form attached hereto as Appendix C. In connection with these filings, The Box shall file with the FCC (or provide to GPTC's FCC counsel for filing with the FCC) a signed Declaration of No Consideration in the form attached hereto as Appendix D.

4. Availability of Tax Experts. Promptly upon The Box's request, GPTC shall make available a duly authorized representative of GPTC with whom The Box can discuss tax issues associated with moving W13CC's operations from Channel 13 to Channel 46, including a possible tax deduction oriented letter or other similar benefits that may be available to The Box in light of the expenses and other costs associated with the proposed relocation of W13CC from Channel 13 to Channel 46. GPTC shall cooperate with The Box and its representatives in the

preparation, execution, and delivery of such documents as may be mutually agreed upon as a result of the discussions contemplated in this Section 4.

5. Underwriting Announcements. GPTC agrees to provide The Box (or any designated affiliate of The Box) the opportunity to air up to seven (fifteen second duration) underwriting spots per week during a 90 day period. These on-air spots will be broadcast on the television stations that are part of its Georgia Public Television Network on a run-of-schedule basis between the operating hours of 6am and 12 midnight. Any such underwriting spots that are preempted for any reason will be rescheduled and aired within two (2) weeks of the date originally scheduled. The airing of these underwriting spots will begin within 30 days of the FCC's grant of GPTC's request to substitute Channel *13 for Channel *46 as WVAN-TV's paired channel for digital television service. All such announcements will comply with applicable FCC rules and policies governing the broadcast of underwriting announcements by public broadcasters, any applicable state law, and GPTC's underwriting policies. Nothing in this Agreement shall, or shall be construed to, require GPTC to broadcast any underwriting or other announcements which GPTC believes are inconsistent with applicable FCC rules and policies, state law or its underwriting policies.

6. Engineering/Technical Assistance. GPTC further agrees to provide to The Box mutually agreeable engineering and technical assistance on an "as needed, as available" basis in connection with the relocation of W13CC from Channel 13 to Channel 46 and/or the operation of W13CC.

7. Mutual Cooperation. A cooperative and cross-promotional spirit of mutually agreeable and beneficial corporate partnership shall endure into the future operations of both parties.

8. Assignment. Neither party shall assign any right nor delegate any duty under this Agreement without the prior written consent of the other party, which consent shall not be unreasonably withheld. This Agreement shall be binding on all successors and assignees of each party hereto.

9. Entire Agreement. This Agreement shall constitute the entire agreement between the parties hereto with respect to the subject matter hereof and shall cancel and supersede any and all prior negotiations, understandings and agreements with respect hereto, whether oral or written.

10. Headings. The headings in this Agreement are strictly for convenience and shall not in any way be construed as amplifying or limiting any of the terms, provisions or conditions of this Agreement.

11. Severability. If any term or provision of this Agreement is determined to be void, unenforceable or contrary to law, the remainder of this Agreement shall continue in full force and effect provided that such continuation would not materially diminish the benefits of this Agreement to either party.

12. Amendment. This Agreement may be amended only by a written amendment signed by both parties.

13. Counterparts. This Agreement may signed in counterparts with the same effect as if the signature on each counterpart were on the same instrument.

14. Governing Law. This Agreement shall be governed by and construed according to the laws of the State of Georgia, specifically excluding its choice-of-law provisions.

15. Notices. Any notice or other communication required or permitted under this Agreement shall be in writing and shall be delivered by messenger, overnight delivery service, or facsimile transmission followed by First Class U.S. mail to the following:

if to The Box:

Liz Kiley
The Box Worldwide LLC
1060 Beech Tree Lane
Brentwood, TN 37027
Tel: (615) 833-1107
Fax: (615) 833-0758

with a copy to:

James R. Bayes
Wiley Rein & Fielding LLP
1776 K Street, N.W.
Washington, DC 20006
Tel: (202) 719-7064
Fax: (202) 719-7049

if to GPTC:

James M. Lyle
Executive Director
Georgia Public Telecommunications Commission
Tele: (404) 685-2410
Fax: (404) 685-2417


with a copy to:

Gary Smithwick
Smithwick & Belendiuk, P.C.
5028 Wisconsin Avenue, N.W.
Washington, DC 20016
Tel: (202) 363-4050
Fax: (202)

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

THE BOX WORLDWIDE LLC

By: _____


Name: Paul Sartain
Title: SENIOR VICE PRESIDENT- OPERATIONS

GEORGIA PUBLIC TELECOMMUNICATIONS COMMISSION

By: _____

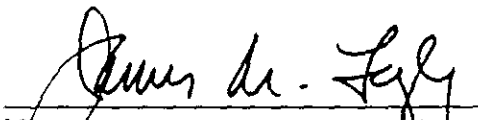
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first written above.

THE BOX WORLDWIDE LLC

By: _____
Name:
Title:

GEORGIA PUBLIC TELECOMMUNICATIONS COMMISSION

By: 
Name: JAMES M. LYLE
Title: EXECUTIVE DIRECTOR
9.28.01

APPENDIX A

Before the
Federal Communications Commission
Washington, DC 20554

In the Matter of)	
)	
Georgia Public)	
Telecommunications Commission)	
)	
Petition for Rulemaking to Amend)	
Section 73.622(b) of the Table of	)	MM Docket No. _____
Allotments, Digital Television	)	RM No. _____
Broadcast Stations (Wrens, Savannah,)	
Waycross, Dawson and Pelham, Georgia))	
)	

STATEMENT OF THE BOX WORLDWIDE LLC

The Box Worldwide LLC ("The Box"), licensee of low power television station W13CC, Savannah, Georgia, and applicant for a Class A television station license for that station, hereby submits its statement with respect to the above-referenced Petition for Rulemaking filed by the Georgia Public Telecommunications Commission ("GPTC") on March 27, 2001.

GPTC's Petition for Rulemaking seeks, *inter alia*, the use of the channel (Channel 13) on which W13CC is currently operating for the implementation of digital television ("DTV") service by WVAN-TV, Savannah, Georgia, in lieu of the channel (Channel *46) assigned to WVAN-TV by the Commission. GPTC's rulemaking proposal is premised on its desire to utilize as many VHF channels as possible in order to reduce operating costs for its DTV facilities in several Georgia communities.

Since GPTC filed its Petition for Rulemaking, The Box and GPTC have worked to resolve the conflict between The Box's Class A application and GPTC's Petition for Rulemaking in a manner satisfactory to both parties. The parties have now reached an agreement which is

intended to facilitate both the DTV channel reallocation sought by GPTC and the issuance of a Class A television station license to The Box for W13CC. Pursuant to that agreement, The Box hereby advises the Commission that, subject to prior Commission approval, it will relocate W13CC from Channel 13 to Channel 46, which would be vacated upon grant of GPTC's request in its Petition for Rulemaking to allot Channel 13 to WYAN-TV, in order to accommodate GPTC's request that the DTV paired channel allotment for WYAN-TV be changed from Channel 46 to Channel 13. The Box will file a displacement application specifying Channel 46 for use by W13CC on the earliest date permissible under the Commission's rules and procedures. The Box understands that concurrently herewith, GPTC is filing a request for approval of the withdrawal of its objection to the W13CC Class A application.

Respectfully submitted,

THE BOX WORLDWIDE, LLC

By 

James R. Bayes
Heather O. Dixon

WILEY REIN & FIELDING LLP
1776 K Street, NW
Washington, DC 20006
(202) 719-7000

Its Attorneys

October 2, 2001

APPENDIX B

September 28, 2001

BY HAND

Ms. Magalie Roman Salas, Secretary
Federal Communications Commission
The Portals
445 Twelfth Street, S.W.
12th Street Lobby, TW-A325
Washington, DC 20554

**Re: Application for Class A Broadcast Television License
W13CC, Savannah, Georgia (File No. BLTVA-20010226AAN)**

Dear Ms. Salas:

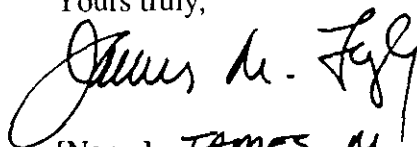
Georgia Public Telecommunications Commission ("GPTC"), licensee of WVAN-TV, Savannah, Georgia, hereby withdraws and requests that the Commission dismiss its April 2, 2001 Informal Objection and its May 7, 2001 Supplement to Informal Objection, which were filed in connection with the above-referenced application of The Box Worldwide LLC ("The Box"), licensee of low power television station W13CC, Savannah, Georgia, for Class A status for that station.

The Box Worldwide LLC, the licensee of W13CC, filed its application to convert W13CC's LPTV license to a Class A license on February 26, 2001. On March 27, 2001, GPTC filed a Petition for Rulemaking seeking the use of W13CC's channel (Channel 13) for implementation of digital television service by WVAN-TV, in lieu of the channel (Channel *46) assigned to WVAN-TV by the Commission. Subsequently, GPTC also filed its Informal Objection and Supplement which questioned W13CC's eligibility for Class A status.

Since GPTC filed its Petition for Rulemaking, GPTC and The Box have worked to resolve the conflict between The Box's Class A application and GPTC's Petition for Rulemaking in a manner satisfactory to both parties. The parties have now reached an agreement which is intended to facilitate both the DTV channel reallocation sought by GPTC and the issuance of a Class A television station license to The Box for W13CC. Pursuant to that agreement, GPTC hereby advises the Commission that it no longer has any objections to the W13CC Class A application and requests that the Commission dismiss its objection to that application. GPTC understands that concurrently herewith, The Box is filing comments regarding its Petition for Rulemaking that indicate The Box is willing to relocate W13CC from Channel 13 to Channel 46, which would be vacated upon grant of GPTC's Petition for Rulemaking, in order to accommodate GPTC's request that the DTV paired channel allotment for WVAN-TV be changed from Channel 46 to Channel 13. . GPTC also understands that The Box intends to file a displacement application specifying Channel 46 for use by W13CC on the earliest date permissible under the Commission's rules and procedures.

If further information is required in connection with this submission, please direct inquiries and correspondence to the undersigned.

Yours truly,


[Name] JAMES M. Lyle
[Title] EXECUTIVE DIRECTOR
9.28.01

APPENDIX C

DECLARATION OF NO CONSIDERATION

JAMES M. Lyle, EXECUTIVE DIRECTOR

1. I, [name] , [title] of the Georgia Public

Telecommunications Commission ("GPTC"), hereby certify on behalf of GPTC that except as contemplated in the accompanying Agreement dated September 28, 2001, neither I nor anyone else representing GPTC has received or been promised any money or other consideration in connection with the withdrawal of GPTC's Informal Objection to The Box Worldwide LLC's ("The Box") application to convert W13CC's LPTV license to a Class A license, other than the agreement by The Box to relocate W13CC to Channel 46 in the event the Commission grants GPTC's request to substitute Channel*13 for Channel*46 as the paired DTV allotment for WVAN-TV.

2. There are no oral agreements between GPTC and The Box regarding this matter.

3. I further certify that GPTC did not file its Informal Objection for the purpose of reaching a settlement or for purposes of delay.

4. I declare under penalty of perjury under the laws of the United States of America that the foregoing statement is true and correct.

Executed [DATE] 9.28.01

James M. Lyle

[Name] JAMES M. Lyle

[Title] EXECUTIVE DIRECTOR

9.28.01

APPENDIX D

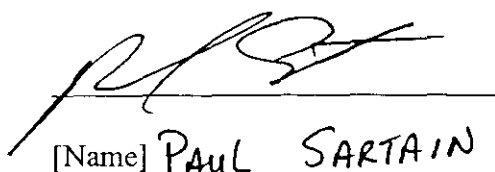
DECLARATION OF NO CONSIDERATION

1. I, PAUL SARTAIN, SVP-OPERATIONS of The Box Worldwide LLC ("The Box"), hereby certify on behalf of The Box that except as contemplated in the accompanying Agreement dated September 28, 2001, neither I nor anyone else representing The Box has paid or promised to pay the Georgia Public Telecommunications Commission ("GPTC") any money or other consideration in connection with the withdrawal of GPTC's Informal Objection to The Box's application to convert W13CC's LPTV license to a Class A license, other than the agreement by The Box to relocate W13CC to Channel 46 in the event the Commission grants GPTC's request to substitute Channel*13 for Channel*46 as the paired DTV allotment for WVAN-TV.

2. There are no oral agreements between GPTC and The Box regarding this matter.

3. I declare under penalty of perjury under the laws of the United States of America that the foregoing statement is true and correct.

Executed [DATE] SEPTEMBER 28, 2001



[Name] PAUL SARTAIN

[Title] SENIOR VICE PRESIDENT- OPERATIONS